

EXHIBIT 2

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Co-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
-----X	

**STIPULATION AND ORDER TO PERMIT
DELPHI AUTOMOTIVE SYSTEMS, L.L.C. AND
OFFSHORE INTERNATIONAL, INC. TO SETOFF
MUTUAL PREPETITION OBLIGATIONS UNDER
SECTION 553 OF THE BANKRUPTCY CODE AND TO
RESOLVE MOTION FOR RELIEF FROM AUTOMATIC STAY**

WHEREAS, on October 8 and 14, 2005, Delphi and certain of its U.S.
subsidiaries and affiliates filed voluntary petitions in this Court for reorganization relief
under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as
amended (the "Bankruptcy Code"); and

WHEREAS, the Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code; and

WHEREAS, this Court entered orders directing the joint administration of the Debtors' chapter 11 cases; and

WHEREAS, no trustee or examiner has been appointed in the Debtors' cases; and

WHEREAS, on October 17, 2005, the Office of the United States Trustee (the "U.S. Trustee") appointed an official committee of unsecured creditors; and

WHEREAS, on April 28, 2006, the U.S. Trustee appointed an official committee of equity holders; and

WHEREAS, this Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334, venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and this matter is a core proceeding under 28 U.S.C. § 157(b)(2); and

WHEREAS, on October 28, 2005, the Court entered a final order authorizing the Debtors to, among other things, obtain postpetition financing, utilize cash collateral, and grant adequate protection to prepetition secured parties (the "Final DIP Order"); and

WHEREAS, paragraph 18 of the Final DIP Order establishes, among other things, procedures for creditors to assert setoff and/or recoupment rights; and

WHEREAS, on March 14, 2006, Offshore International, Inc. (the "Claimant") filed a motion (the "Demand") [Docket No. 2811] for relief from the

automatic stay for authority to exercise a setoff of certain claims and debts between Delphi Automotive Systems, L.L.C. ("Delphi Automotive") and Claimant; and

WHEREAS, in the Demand, Claimant alleges that it owes Delphi Automotive the amount of \$252,448.87 for prepetition value added tax refunds (the "VAT Refunds") and a prepetition overpayment (together with the VAT Refunds, the "Payable"); and

WHEREAS, Delphi Automotive and Claimant (together, the "Parties") agree that the actual amount of the Payable is \$254,316.63 (the "Adjusted Payable");

WHEREAS, in the Demand, Claimant alleges that Delphi Automotive owes Claimant the amount of \$234,775.90 for prepetition services and/or goods (the "Receivable"); and

WHEREAS, the Court considered the Demand and the Debtors' objection thereto at a hearing on April 7, 2006 (the "April 7 Hearing"); and

WHEREAS, after arm's length negotiations, the Parties have agreed to settle and resolve the Demand upon the terms set forth herein.

NOW, THEREFORE, in consideration of the foregoing, the Parties hereto hereby agree and stipulate as follows:

1. This Stipulation and Order shall become effective on the Effective Date, as defined below. This Stipulation and Order constitutes an agreement between the parties hereto immediately upon the date of its execution ("Execution Date"). Consequently, during the period between the Execution Date and the Effective Date, the

Parties agree that this Stipulation and Order shall constitute a binding agreement and that they shall do nothing contrary to its terms.

2. The "Effective Date" of this Stipulation and Order shall be the date on which the Bankruptcy Court approves this Stipulation and Order and such Order becomes final and not subject to further appeal; provided, however, that if the Court shall enter an Order declining to approve this Stipulation and Order, then this Stipulation and Order shall become null and void at that time.

3. Exhibit "1" sets forth a full and complete schedule of the invoices (the "Invoices") and amounts of the Receivable and Payable, respectively, that are the subject of the Demand.

4. On the Effective Date, Claimant shall be authorized to set off \$149,883.33 owed by Claimant to Delphi Automotive, consisting of the \$71,955.14 VAT Refund for June 2005, the \$52,484.62 VAT Refund for July 2005 and a \$25,443.57 pre-petition overpayment, against the amount of the Adjusted Payable pursuant to section 553 of the Bankruptcy Code (the "Setoff") and paragraph 18 of the Final DIP Order.

5. Claimant shall return to Delphi Automotive \$104,433.30, representing the Adjusted Payable of \$254,316.63 less the Setoff of \$149,883.33.

6. Claimant shall return this sum to Delphi Automotive by providing credits in each future invoice issued by Claimant to Delphi Automotive after the Effective Date, until such time as the credits are exhausted.

7. As the exercise of the Setoff results in a balance due by Delphi Automotive, Claimant may file in these Chapter 11 cases a general unsecured proof of

claim for such amount (the "Claim"), which Claim shall be filed by 30 days after the Effective Date. Nothing contained herein constitutes any waiver of any right of the Debtors or any other party-in-interest to examine and/or object to the Claim.

8. Except for the Setoff and the settlement memorialized by this Stipulation and Order, the Debtors and Claimant retain all of their other rights, claims, and defenses.

9. This Stipulation and Order may not be modified, amended, or terminated, nor any of its provisions waived, except by an agreement in writing signed by all of the Parties.

10. The agreements, terms, provisions, and conditions contained in this Stipulation and Order shall be binding upon, and inure to the benefit of, the Parties and their respective legal representatives, predecessors, successors, and assigns, including any trustee appointed in these chapter 11 cases.

11. It is expressly understood and agreed that the terms hereof, including the recital paragraphs, are contractual; that the agreement herein contained and the consideration transferred hereunder is to compromise the Demand and to avoid litigation; and that no statement made herein, payment, release, or other consideration given shall be construed as an admission by the Parties of any kind or nature whatsoever.

12. This Stipulation and Order constitutes the entire agreement between the Parties with respect to the resolution of the Setoff and supersedes all other

prior agreements and understandings, both written and oral, between the Parties with respect to the Setoff.

13. The signatories below represent that they are authorized to enter into this Stipulation and Order.

14. This Stipulation and Order may be executed in counterparts, any of which may be transmitted by facsimile, and each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[concluded on following page]

15. The Court shall retain original and exclusive jurisdiction over the Parties to interpret and enforce the terms of this Stipulation and Order and to resolve any disputes in connection herewith.

Dated: New York, New York
September 11, 2006

DELPHI CORPORATION, et al,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By: /s/Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Tucson, Arizona
September 11, 2006

OFFSHORE INTERNATIONAL, INC.,
By its Attorney,
QUARLES & BRADY STREICH LANG LLP
By: /s/Kasey C. Nye
KASEY C. NYE (*pro hac vice*)
One South Church Avenue, Suite 1700
Tucson, AZ
(520) 770-8700

SO ORDERED

This 12th day of September, 2006
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit "1"

Offshore Pre-Petition Setoff Request Summary

<u>Offshore Perspective</u>		<u>Delphi Perspective</u>		<u>Agreed Upon Setoff Amount</u>	
	<u>Total</u>		<u>Total</u>		<u>Total</u>
Delphi A/R	\$149,883	Delphi A/R	\$149,883		
Delphi A/P	\$234,776 [1]	Delphi A/P	\$298,606 [1]		
Total Setoff Amount	\$149,883	Total Setoff Amount	\$149,883	Total Setoff Amount	\$149,883

[1] Includes add back of \$25,443.57 included

Delphi Refunds Due from Offshore

	<u>Amount</u>
Duplicate Invoice Payment [1]	<u>25,443.57</u>
Plant 4	6,861.96
Plant 8	14,888.23
Admin	<u>50,204.95</u>
June 2005 VAT Refund	<u>71,955.14</u>
Plant 4	8,228.21
Plant 8	6,447.44
Admin	<u>37,808.97</u>
July 2005 VAT Refund	<u>52,484.62</u>
Total Due to Delphi	<u><u>149,883.33</u></u>

[1] Included in \$371,773.34 A/P payment amount.

Delphi A/P Records									
VENDOR NAME	VENDOR NUMBER	INVOICE NUMBER	INVOICE DATE	INVOICE AMOUNT	INVOICE DUE DATE	INVOICE DUE DATE	INVOICE DUE DATE	INVOICE DUE DATE	INVOICE DUE DATE
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4184600050928	28-Sep-05	221,866.73	PH-150LEST	PH-150LEST	PH-150LEST	PH-150LEST	PH-150LEST
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4175200050928	28-Sep-05	2,576.09	DPH-149D	DPH-149D	DPH-149D	DPH-149D	DPH-149D
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4175100050928	28-Sep-05	24,317.31	DPH-149D	DPH-149D	DPH-149D	DPH-149D	DPH-149D
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4198900051005	5-Oct-05	400,000.00	PH-161LEST	PH-161LEST	PH-161LEST	PH-161LEST	PH-161LEST
OFFSHORE INTERNATIONAL INC EFT	RD196252084	EIV04ADM37177334	1-Oct-05	(371,773.34) [1]	ADM3717733	ADM3717733	ADM3717733	ADM3717733	ADM3717733
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV04ADM5D41989000510	9-Oct-05	(93,033.75)	ADM5D41989000510	ADM5D41989000510	ADM5D41989000510	ADM5D41989000510	ADM5D41989000510
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4198900051005	5-Oct-05	14,511.86	DPH-150D	DPH-150D	DPH-150D	DPH-150D	DPH-150D
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4198700051005	5-Oct-05	180,891.20	DPH-150D	DPH-150D	DPH-150D	DPH-150D	DPH-150D
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV04ADM0PH150D	1-Oct-05	(82,774.15)	DPH-150D	DPH-150D	DPH-150D	DPH-150D	DPH-150D
OFFSHORE INTERNATIONAL INC EFT	RD196252084	FV025D4376800051007	7-Oct-05	6,780.31	C-DPH-008D	C-DPH-008D	C-DPH-008D	C-DPH-008D	C-DPH-008D
				273,162.26					
Duplicate Payment				25,443.57 [1]					
				\$298,605.83					

Offshore A/R Records	
Amount	Reference #
181,750.28	150L-Est
2,576.09	149D
43,668.22	160D
6,780.31	008D
234,775.90	
234,775.90	

[1] The \$371,773.34 payment included a duplicate invoice payment amount of \$25,443.57

EXHIBIT "B"

Date	Invoice	Amount	Comments
10/05/2005	DPH-150L	\$236,178.59	Labor/Shelter Fee
		-15,064.79	Payment received 10/05/05
		<u>-39,363.52</u>	Payment received 10/19/05
		\$181,750.28	Balance Due
10/12/2005	DPH-151D	(\$25,443.57)	Credit Balance - Paid Transportation twice
11/02/2005	SPEC-DPH-008D	\$6,780.31	Customs Broker pre-petition

INVOICE DPH-150L 10/5/08	
Labor	
Normal Hours	\$ 171,424.53
Overtime	\$ 9,542.02
Other Payroll	\$ 11,585.72
Administrative Payroll	\$ 98.69
Total	\$ 192,650.96
Shelter	\$ 43,527.63
Actual Invoice Amount for DPH-150L	\$ 236,178.59
Estimated Invoice DPH-150L EST	\$ (221,666.73)
TOTAL DUE ON DPH-150L	\$ 14,511.86
Payment Received	\$ (15,064.79)
Payment Received	\$ (39,363.52)
Estimated Invoice DPH-150L EST - NOT PAID	\$ 221,666.73
TOTAL DUE	\$ 181,750.28

THE OFFSHORE GROUP



INVOICE

Human Resources

Invoice: DPH-150L

Date: October 5, 2005

Page 1

Payroll and Benefits

To:

DELPHI AUTOMOTIVE SYSTEMS, L. L. C.
 48 WALTER JONES BOULEVARD
 EL PASO, TEXAS 79906
 Attn: JULIO LOPEZ

Offshore International, Inc.
 8350 East Old Vail Road
 Tucson, Arizona 85747-9197
 (520) 889-0022
 (520) 573-9316 Fax.
 Mary Ellen Rodriguez
 Remit Via Wire: JPMorgan Chase Bank, N.A.
 Routing Number: 021000021
 Account Number: 2034-2403

Logistics: Customs and Freight

Purchase Order Number: PEDP 2280191

*** TERMS: PER ARTICLE VI SHELTER AGREEMENT ***

Accounting and Taxes

Payroll Week # 39

September 24 - September 30, 2005

PLANTA 4

TOTAL NORMAL HOURS	130,407.07
TOTAL OVERTIME	7,679.97
TOTAL PERFECT ATTENDANCE	5,799.89
TOTAL SUNDAY BONUS	36.23
TOTAL 60% P/R	2,154.76

146,077.92

Payroll Pd 10/7

Procurement

PLANTA 8

TOTAL NORMAL HOURS	41,017.46
TOTAL OVERTIME	1,862.05
TOTAL PERFECT ATTENDANCE	1,749.39
TOTAL 60% P/R	1,845.45

46,474.35

Manufacturing Facilities

\$ 192,552.27

PLANTA 4

Administrative Payroll

TOTAL NORMAL HOURS	98.69
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\$ 98.69

Facilities and Park Management

■ Total Payroll

\$ 192,650.96

Shelter Program Services

Based on 1803 employees (Pg A)

PLANTA 4	33,657.82
PLANTA 8	9,869.81

■ Total Shelter Program Services

\$ 43,527.63

Environmental Services

Government and Community Affairs

OFG 00010

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

THE OFFSHORE GROUP



INVOICE

Human
Resources

Invoice: DPH-150L

Date: October 5, 2005

Page 2

Payroll
and Benefits

TOTAL INVOICE AMOUNT

\$ 236,178.59

Actual

(\$221,666.73)

Estimated

\$ 14,511.86

Balance due

Exchange rate used : 10.8010

Logistics:
Customs
and Freight

Accounting
and Taxes

Procurement

Manufacturing
Facilities

Facilities
and Park
Management

Environmental
Services

Government
and Community
Affairs

OFG 00011

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

Date: Friday, October 14, 2005
Time: 11:22AM
User: EVA

Offshore Internationals Inc.
Payment Applications - Detail
Periods: 09-05 Through 10-05 As of: 10/14/2005

Page: 1 of 3
Report: 08820.rpt
Company: OFFSHORE

Ref Nbr	Doc Type	Cust ID	Description: Customer Name	Doc Date	Entry Batch	Period to Post	Original Doc Amt	Amount Applied	Document Balance	Discount Given
Company: OFFSHORE										
DPH148DI	CM	0430100	Payroll # 37 Delphi Automotive Systems LLC	9/21/2005	305922	09-05	121,123.01	121,123.01	0.00	0.00
Adjusted Document:										
DPH-149D	IN	9/28/2005	Doc Date	305970	Due Date	Discount Date	Original Doc Amt	Amount Applied	Discount Period Allowed Closed	
DPH-148D	IN	9/21/2005	net 10	305970	10/8/2005	9/28/2005	62,294.49	59,718.40	0.00	
			net 10		10/1/2005	9/21/2005	61,404.61	61,404.61	0.00	10-05
Total							121,123.01	121,123.01	0.00	0.00
ACH0991	PA	0430100	Delphi Automotive Systems LLC	9/9/2005	305909	09-05	45,004.51	45,004.51	0.00	0.00
Adjusted Document:										
DPH-146L	IN	9/7/2005	Doc Date	305909	Due Date	Discount Date	Original Doc Amt	Amount Applied	Discount Period Allowed Closed	
			net 10		9/17/2005	9/7/2005	100,356.54	45,004.51	0.00	09-05
Total							45,004.51	45,004.51	0.00	0.00
ACH1272	PA	0430100	Delphi Automotive Systems LLC	9/6/2005	305896	09-05	49,065.46	49,065.46	0.00	0.00
Adjusted Document:										
DPH-144D	IN	8/24/2005	Doc Date	305896	Due Date	Discount Date	Original Doc Amt	Amount Applied	Discount Period Allowed Closed	
DPH-146L	IN	9/7/2005	net 10	305907	9/3/2005	8/24/2005	53,777.74	49,065.35	0.00	09-05
					9/17/2005	9/7/2005	100,356.54	0.11	0.00	09-05
Total							156,957.65	156,957.65	0.00	0.00
ACH152	PA	0430100	Delphi Automotive Systems LLC	9/28/2005	305940	09-05	156,957.65	156,957.65	0.00	0.00
Adjusted Document:										
DPH-149L	IN	9/28/2005	Doc Date	305948	Due Date	Discount Date	Original Doc Amt	Amount Applied	Discount Period Allowed Closed	
			net 10		10/8/2005	9/28/2005	304,973.31	156,957.65	0.00	09-05
Total							143,973.63	143,973.63	0.00	0.00
ACH190	PA	0430100	Delphi Automotive Systems LLC	9/30/2005	305949	09-05	143,973.63	143,973.63	0.00	0.00
Adjusted Document:										
DPH-150L	IN	10/5/2005	Doc Date	305970	Due Date	Discount Date	Original Doc Amt	Amount Applied	Discount Period Allowed Closed	
DPH-147D	IN	9/14/2005	net 10	305952	10/15/2005	10/5/2005	236,178.59	15,064.79	0.00	
					9/24/2005	9/14/2005	128,908.84	128,908.84	0.00	09-05
Total							162,794.32	162,794.32	0.00	0.00
ACH2890	PA	0430100	Delphi Automotive Systems LLC	9/22/2005	305929	09-05	162,794.32	162,794.32	0.00	0.00
Adjusted Document:										
DPH-146D	IN	9/7/2005	Doc Date	305929	Due Date	Discount Date	Original Doc Amt	Amount Applied	Discount Period Allowed Closed	
			net 10		9/17/2005	9/7/2005	162,794.32	162,794.32	0.00	09-05
Total							162,794.32	162,794.32	0.00	0.00

OFG 00012

INVOICE DPH-151D 10/2/05	
Facility Fee	\$ -
Sports Complex Fee	\$ -
Custom Broker Charges	\$ 7,931.93
Electricity	\$ 59,316.91
Water Charges	\$ -
Miscellaneous	\$ 21,891.37
Transportation	\$ 25,443.57
Miscellaneous Credit	\$ (1,622.35)
Actual Invoice Amount for DPH-150D	\$ 112,961.43
Received Payment on 10/19/05	\$ (25,443.57)
Received Payment on 10/25/05	\$ (112,961.43)
CREDIT BALANCE	\$ (25,443.57)

Client #: 043-8100 Pg 1 of 25Date Posted: 10-13-05 THE OFFSHORE GROUPBatch #: 305973

INVOICE

Human
Resources

Invoice: DPH-151D

Date: October 12, 2005

Page 1

Payroll
and Benefits

To:

DELPHI AUTOMOTIVE SYSTEMS, L. L. C.
48 WALTER JONES BOULEVARD
EL PASO, TEXAS 79906
Attn: JULIO LOPEZ

Offshore International, Inc.

8350 East Old Vail Road

Tucson, Arizona 85747-9197

(520) 889-0022

(520) 573-9316 Fax.

Mary Ellen Rodriguez

Remit Via Wire: JPMorgan Chase Bank, N.A.

Routing Number: 021000021

Account Number: 2034-2403

Logistics:
Customs
and Freight

Purchase Order Number: PEDP 2280190-007

*** TERMS: PER ARTICLE VI SHELTER AGREEMENT ***

Accounting
and Taxes

Facility Fee	Amount	IVA Charge	Total
20, 21, 22	0.00	0.00	0.00
4, 7	0.00	0.00	0.00
Park Fee	0.00	0.00	0.00

■ Total Facility Fee \$ 0.00

Procurement

Custom Broker Charges

Exports (US-MEX)	7,266.53
Imports (MEX-US)	665.40
Mexican Duties	0.00

■ Total Custom Broker Charges \$ 7,931.93

Manufacturing
Facilities

Freight Charges

ILS Shipments	0.00
Other Freight	0.00

■ Total Freight Charges \$ 0.00

Facilities
and Park
Management

US Expenses

Dynalabs	0.00	
IFS Group, Inc.	0.00	OFG 00014
Holiday Inn Fairlane	0.00	
G&F Produce Service	0.00	

■ Total US Expenses \$ 0.00

Environmental
ServicesGovernment
and Community
Affairs

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

THE OFFSHORE GROUP



INVOICE

Invoice: DPH-151D

Date: October 12, 2005

Page 2

Debit Note Charges - Mexico Purchases

PLANTA 4

Transportation	652.77
Electricity Charges	32,970.28
Phone Charges	0.00
Water charges	0.00
Indemnification Charges	0.00
Miscellaneous debit charges	2,987.38
IVA Credit	0.00
IVA Rent Credit	0.00
Misc. Credit charges	0.00

Total Debits PLANTA 4 \$ 36,610.43

PLANTA 8

Transportation	391.10
Electricity Charges	26,346.63
Phone Charges	0.00
Water charges	0.00
Indemnification Charges	0.00
Miscellaneous debit charges	1,777.40
IVA Credit	0.00
IVA Rent Credit	0.00
Misc. Credit charges	0.00

Total Debits PLANTA 8 \$ 28,515.13

DELPHI DIV

Transportation	24,399.70
Electricity Charges	0.00
Phone Charges	0.00
Water charges	0.00
Indemnification Charges	0.00
Miscellaneous debit charges	17,126.59
IVA Credit	0.00
IVA Rent Credit	0.00
Misc. Credit charges	-1,622.35

Total Debits DELPHI DIV \$ 39,903.94

■ Total Debit Note Charges

\$ 105,029.50

OFG 00015

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

Human Resources

Payroll and Benefits

Logistics: Customs and Freight

Accounting and Taxes

Procurement

Manufacturing Facilities

Facilities and Park Management

Environmental Services

Government and Community Affairs

THE OFFSHORE GROUP



INVOICE

Invoice: DPH-151D

Date: October 12, 2005

Page 3

TOTAL INVOICE AMOUNT

\$ 112,961.43

Exchange rate used : 10.7500

Human
Resources



Payroll
and Benefits



Logistics:
Customs
and Freight



Accounting
and Taxes



Procurement



Manufacturing
Facilities



Facilities
and Park
Management



Environmental
Services



Government
and Community
Affairs



OFG 00016

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

306037

THE OFFSHORE GROUP



Human
Resources

Invoice: SPEC-DPH-008D
November 02, 2005

Payroll
and Benefits

To:
Delphi-P Empalme
48 Walter Jones Boulevard
El Paso, Texas 79906
Attn: Julio López

Purchase Order Number: PEDP 2280190-007

Please Remit To:
Offshore International, Inc.
8350 East Old Vail Road
Tucson, Arizona 85747-9197
Attention: Mary Ellen Rodriguez

*** TERMS: PER ARTICLE VI SHELTER AGREEMENT ***

Payroll # 43

October 22 - October 28, 2005

Charges Plant # 04

Mexico Debit Note Charges Plant # 04

Electricity Charges	0.00
Water Charges	0.00
Telephone Charges	0.00
Transportation Charges	0.00
Miscellaneous Debit Charges	0.00
Miscellaneous Credits	0.00
IVA Credit	0.00
Total Mexico Debit Note Charges	\$0.00

Facilities Fee

Empalme, Mexico (Building 20, 21, & 22) 0.00

IVA 15% 0.00

Total Facilities Fee Plant #04 \$0.00

CONFIDENTIAL

TOTAL CHARGES PLANT #04 \$0.00

Charges Plant # 02

Mexico Debit Note Charges Plant # 02

Electricity Charges	0.00
Telephone Charges	0.00
Transportation Charges	0.00
Indemnification/Other Payroll Charges	0.00
Miscellaneous Debit Charges	0.00
IVA Credit	0.00
Total Mexico Debit Note Charges	0.00

TOTAL CHARGES PLANT #02 \$0.00

Charges Plant # 08

Mexico Debit Note Charges Plant # 08

Electricity Charges	0.00
Water Charges	0.00
Telephone Charges	0.00
Transportation Charges	0.00
Indemnification/Other Payroll Charges	0.00
Miscellaneous Debit Charges	0.00
IVA Credit	0.00
Miscellaneous Credits	0.00
Total Mexico Debit Note Charges	\$0.00

Facilities Fee

Empalme, Mexico (Building 4 & 7) 0.00

IVA 15% 0.00

Total Facilities Fee Plant #08 \$0.00

TOTAL CHARGES PLANT #08 \$0.00

Human
Resources

Payroll
and Benefits

Logistics:
Customs
and Freight

Accounting
and Taxes

Procurement

Manufacturing
Facilities

Facilities
and Park
Management

Environmental
Services

Government
and Community
Affairs

OFG 00017

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

THE OFFSHORE GROUP



Human
Resources

Payroll
and Benefits

Logistics:
Customs
and Freight

Accounting
and Taxes

Procurement

Manufacturing
Facilities

Facilities
and Park
Management

Environmental
Services

Government
and Community
Affairs

Charges Plant # 10

Mexico Debit Note Charges Plant # 10

Electricity Charges	0.00
Telephone Charges	0.00
Transportation Charges	0.00
Indemnification/Other Payroll Charges	0.00
Other Expense Charges	0.00
Credit Charges	0.00
IVA Credit	0.00
Total Mexico Debit Note Charges	\$0.00

TOTAL CHARGES PLANT # 10

\$0.00

Charges Administrative AWS

Broker Charges

Exports (DEL-43-05) 5,937.15

Imports (DEL-43-05) 843.16

Mexican Duties 0.00
Total Broker Charges 6,780.31

Industrial Park Fee
Empalme, Mexico 0.00
Total Industrial Park Fee \$0.00

Freight Charges
ILS Shipments 0.00
Total Freight Charges \$0.00

U. S. Expenses
Dynalabs 0.00
IFS Group, Inc. 0.00
G&F Produce Service 0.00
Total U. S. Expenses \$0.00

Mexico Debit Note Charges AWS

Electricity Charges 0.00
Telephone Charges 0.00
Transportation Charges 0.00
Indemnification/Other Payroll Charges 0.00
Miscellaneous Debit Charges 0.00
Miscellaneous Credits 0.00
IVA Credit 0.00
IVA Rent Credit 0.00
Total Mexico Debit Notes Charges \$0.00

TOTAL CHARGES ADMINISTRATIVE AWS

\$6,780.31

TOTAL INVOICE AMOUNT

\$6,780.31

Total Mexico Charges INVOICE SPEC-DELP-008D

OFG 00018

OFFSHORE'S SHELTER PROGRAM SERVICES

You concentrate on production—we take care of everything else.

DEL-43-05

C & E AGENTES ADUANALES S.A, DE C.V.
MAQUILAS TETAKAWI, S.A DE C.V (DELPHI)

IMPORTACIONES

PEDIMENTO	INVOICE INVOICE	U.S.A.	DATE	TRAILER	TOTAL PESOS		TOTAL DOLLARS
					\$ -	\$ -	\$ -
SUB-TOTAL					\$ -		\$ -

EXPORTACIONES

3707-5001971	36048	CONSOLIDADO	9/5/2005	\$	4,176.00	10.7234	\$	389.43
3707-5002080	37149	CONSOLIDADO	9/27/2005	\$	4,924.00	10.8475	\$	453.93

SUB-TOTAL	\$ 9,100.00	\$ 843.36
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TOTAL	\$ 9,100.00	\$ 843.36
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OFG 00019

DEL-43-05

C & E AGENTES ADUANALES S.A, DE C.V.
MAQUILAS TETAKAWI, S.A DE C.V (DELPHI)

IMPORTACIONES

PEDIMENTO	U.S.A. INVOICE INVOICE	DATE	TRAILER	TOTAL PESOS	TOTAL DOLLARS
5002112	37574 CONSOLIDADO	10/5/2005		\$ 64,403.24	\$ 10.85 \$ 5,937.15

SUB-TOTAL				\$ 64,403.24	\$ 5,937.15
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EXPORTACIONES

	\$ -	0 \$ -
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SUB-TOTAL

TOTAL	\$ 64,403.24	\$ 5,937.15
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OFG 00020